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9--352A017

December 15, 1989

RECORDATION NO.

16483-A

FILED 1425

DEC 18 1989 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Division  
Washington, D.C. 20423

Dear Ms. McGee:

On behalf of Itel Rail Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a document, entitled Amendment to Memorandum of Railroad Car Lease Agreement (the "Amendment"), executed as of July 31, 1989 which should be included as part of the filing recorded on August 17, 1989, Recordation No. 16483 as the next available recordation number being 16483-A.

The executing parties to the enclosed Amendment are:

Itel Rail Corporation - Lessor  
55 Francisco Street, 5th Floor  
San Francisco, CA 94133

ATW Corporation - Lessee  
P.O. Box 5985  
Dothan, Alabama 36302

The Amendment amends the Memorandum of Railroad Car Lease Agreement dated as of July 31, 1989 between the Lessor and the Lessee filed under the I.C.C. Recordation No. 16483.

The equipment covered is listed in the Amendment.

A short summary of the document to appear in the ICC Index is as follows:

"Amendment to Memorandum of Railroad Car Lease Agreement."

MANWELL & WES

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "L. Celeste H. Blumer".

L. Celeste H. Blumer

Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/3/90

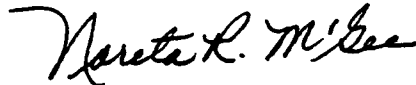
OFFICE OF THE SECRETARY

L.Celeste H. Blumer  
Manwell & Wes  
Citicorp Center  
One Sansome St. 14th Floor  
San Francisco, Calif. 94104

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/18/89 at 11:40am and assigned recordation number(s). 16483-A

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

AMENDMENT TO  
MEMORANDUM OF  
RAILROAD CAR LEASE AGREEMENT

RECORDATION NO. 16483A FILED 12/18/89

DEC 18 1989 -11 40 AM

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT TO MEMORANDUM OF RAILROAD CAR LEASE AGREEMENT is to correct an error in the listing of car numbers for one hundred ninety-nine (199) 50'60" 70-ton Plate B boxcars (the "Boxcars") in the Memorandum of Railroad Car Lease Agreement between ITEL Rail Corporation, a Delaware corporation (the "Lessor") and ATW Corporation, a Delaware corporation (the "Lessee") filed on August 17, 1989 at the Interstate Commerce Commission under file number 16483. The revised, corrected car number listing for the Boxcars is attached hereto as Annex A.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Amendment to Memorandum of Railroad Car Lease Agreement as of this 31st day of July, 1989.

"Lessor"

ITEL RAIL CORPORATION

Attest:

By: [Signature]

Title: \_\_\_\_\_

Title: Vice President 11/14/89

"Lessee"

ATW CORPORATION

Attest:

By: [Signature]

Title: Secretary

Title: President

ANNEX A  
to  
Amendment to Memorandum of  
Railroad Car Lease Agreement  
Dated as of July 31, 1989

<u>Number of Cars</u>	<u>Description</u>	<u>A.A.R. Mechan. Design.</u>	<u>Current Car Markings</u>	<u>Original Car Markings</u>	<u>Lease/Use Agreements</u>
1	50'6, 70-ton Plate B Box- cars, Manuf. by Evans in 06/76	XM	ATW 4000	ATW 4000	Car Use Agreement dated as of 12/1/88 between Lessee & CSXT as Lessee
149	50'6, 70-Ton Plate B Box- cars, Manuf. by CNCF in 02/79	XF	ATW 1000-1013 1015-1024	ATW 1000-1031 1015-1024	"
	Manuf. by Evans in 11/77	XF	ATW 16000-16024	ATW 16000-16024	"
	Manuf. by Evans in 04/78	XF	ATW 62000-62012 62014 62016-62024	HN 2000-2012 2014 2016-2024	"
	Manuf. by CNCF in 07/79	XF	ATW 65000-65006 65008-65063	HN 5000-5006 HN 5008-5063	"
	Manuf. by CNCF in 07/79	XM	ATW 65064-65073 65079-65080 65082, 65084	HN 5064-5073 5079-5080 5082, 5084	"
49	50'6, 70-Ton, Plate C Box- cars, Manuf. by So. Iron in 12/79	XP	ATW 4150-4177 4179-4199	ATW 4150-4177 4179-4199	"

STATE OF CALIFORNIA                    )  
                                              ) ss.  
COUNTY OF SAN FRANCISCO            )

I, Sharon L. Van Fossan, a Notary Public in and for the state and county aforesaid, do hereby certify that Tiffany C. Corbett of ITEL RAIL CORPORATION, a Delaware corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is Vice President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 14th day of November, 1989.

Sharon L. Van Fossan  
Notary Public

My commission expires  
August 16, 1991



STATE OF ALABAMA )  
 ) ss.  
COUNTY OF HOUSTON)

I, Tom J. Llanos, a Notary Public in and for the state and county aforesaid, do hereby certify that K. Earl Decker of ATW CORPORATION, a Delaware corporation, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he is President, he signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as his free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand notarial seal this 6<sup>th</sup> day of December <sup>DR</sup>~~September~~, 1989.

Tom J. Llanos  
Notary Public

My commission expires  
MY COMMISSION EXPIRES APRIL 22, 1992